

Bank of America



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September 30, 2010

VIA E-MAIL AND OVERNIGHT DELIVERY SERVICE

Mr. J.T. Warner
Making Home Affordable—Compliance
8000 Jones Branch Drive, Mailstop C3F
McLean VA 22102

Re: Cover Letter to Making Home Affordable Initial Certification by Bank of America, N.A.

Dear Mr. Warner:

Bank of America, N.A. ("Bank of America" or "Servicer") is committed to providing solutions for distressed homeowners. We continue to lead the industry with completed modifications through the Home Affordable Modification Program ("HAMP") and our own proprietary programs. When a homeowner is found to be ineligible for a HAMP modification, we pursue other foreclosure prevention solutions, including other types of modifications, short sales and deeds in lieu of foreclosure under the Home Affordable Foreclosure Alternatives program ("HAFA") and similar programs. We are constantly evaluating our processes and procedures to improve efficiency and effectiveness in all aspects of our business, including customer service.

This letter (including the attached Exhibit A, collectively referred to as the "Cover Letter") accompanies the Initial Certification (the "Certification") by Bank of America that is required pursuant to Section 1.C. of the Commitment to Purchase Financial Instrument and Servicer Participation Agreement (the "SPA"), effective as of April 17, 2009, made by and between the Federal National Mortgage Association ("Fannie Mae"), acting as financial agent of the United States, and Bank of America, as such Certification was amended and restated by Supplemental Directive (SD) 10-06, dated June 29, 2010. All terms used but not defined in this Cover Letter shall have the meanings ascribed to them in the SPA and related Supplemental Directives. This document contains confidential commercial or financial information of Bank of America and is exempt from public disclosure under the Freedom of Information Act, 5 U.S.C. sections 552(b)(4) and 552(b)(8).

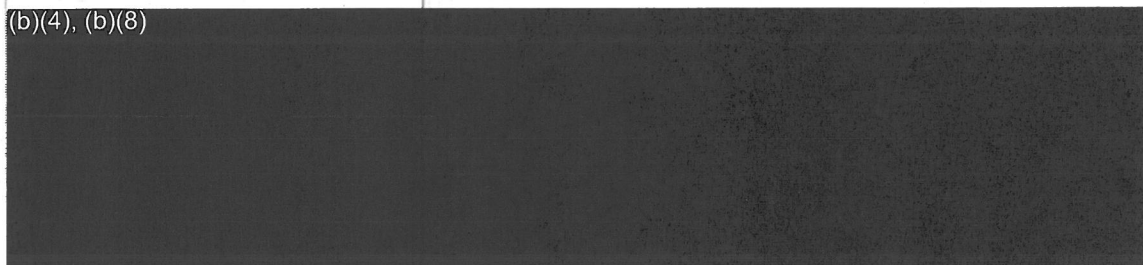
Pursuant to SD 10-06 and the first paragraph of the Certification, Bank of America is making the enclosed Certification as of June 30, 2010 (also referred to as the "Certification Effective Date"), notwithstanding any language in the body of the Certification that may refer to prior time periods. Accordingly, this Cover Letter and the Certification do not address compliance issues that were remediated on or before June 30, 2010. In addition, this Cover Letter and the Certification do not address compliance issues where, as of June 30, 2010, the process was remediated even though we may still be remediating prior instances of those compliance issues.

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We will continue to work on these letter remediation issues with the Federal Home Loan Mortgage Corporation, acting as compliance agent of the United States ("MHA-C").

(b)(4), (b)(8)




Furthermore, to avoid duplication, this Cover Letter incorporates by reference (and does not repeat in this Cover Letter) any compliance and related issues addressed in any written compliance assessment by MHA-C or in Bank of America's responses or supplemental responses to any of those assessments.³ As noted above, Bank of America will continue to work in close cooperation with MHA-C on resolving those matters. Exhibit A also includes Certification Exceptions that we previously have discussed with MHA-C, Fannie Mae, or the Department of the Treasury but are not in MHA-C's written assessments. We continue to work toward resolving these items as well.

The items in this Cover Letter are presented in accordance with Bank of America's commitment to transparency. As a result, to the best of its knowledge, the items set forth in this Cover Letter represent exceptions to the Certification based on Bank of America's assessment of quantitative and qualitative standards. Such standards include nature and frequency of the exceptions in complying with program guidelines and applicable law, as well as impact on Program goals and objectives and resulting impact to customers and third parties. The inclusion of an issue in this Cover Letter, however, does not necessarily mean that such issue represents an instance of material noncompliance.

Bank of America elects that any Subsequent Certification shall have an effective date on the anniversary of the effective date of this Certification.

Bank of America is committed to maintaining and extending its leadership in effectively implementing all the programs covered by its SPA and to securing and applying the resources necessary to ensure that our mortgage loan customers receive every reasonable opportunity to

(b)(4), (b)(8)




³ The written assessments from MHA-C include but are not limited to the following: (a) January 2010 Targeted File Review Report; (b) July 12, 2010 electronic communication from Paul J. Heran summarizing review of incentive payment processing controls; (c) July 23, 2010 Making Home Affordable Compliance Audit Report; and (d) August 18, 2010 Making Home Affordable Compliance letter and enclosures to Kevin Meyers regarding MHA-C's "Second Look" review.

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maintain homeownership and avoid foreclosure. Please contact me if you would like to discuss any of these items.

Respectfully submitted,


Timothy Huval
Senior Vice President

cc: Barbara Desoer
Stephen Troutner
Michael Malloy

Enclosures

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